

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., <i>et al.</i> ,) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)
) Related to Docket Nos. 19605, 19606, 19661
) 10/20/08 Agenda Item No. 9

**CERTIFICATION OF COUNSEL REGARDING SUPPLEMENTAL VERIFIED
STATEMENT OF ALEXANDER M. SANDERS, JR.
PURSUANT TO BANKRUPTCY RULE 2014(A)**

1. On September 24, 2008, the Debtors filed an *Application for Entry of an Order Appointing Alexander M. Sanders, Jr. as Legal Representative for Future Asbestos-Related Property Damage Claimants* (the "Application") (Dkt. No. 19605).

2. Also on September 24, 2008, the Debtors filed a *Motion for Leave From This Court's Scheduling Order and to Shorten Notice Period on Debtors' Application for Entry of an Order Appointing Alexander M. Sanders, Jr. as Legal Representative for Future Asbestos-Related Property Damage Claimants* (the "Motion to Shorten Time") (Dkt. No. 19606) requesting that the Court consider the Application at the October 20, 2008 omnibus hearing and set the objection deadline for October 10, 2008.

3. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), Alexander M. Sanders, Jr. submitted a verified statement attached to the Application as Exhibit C (the "Original Verified Statement") (Dkt. No. 19605 - Exhibit C).

4. On October 1, 2008, the Court signed an *Order For Leave From Scheduling Order and to Shorten Notice Period on Debtors' Application for Entry of an Order Appointing Alexander M. Sanders, Jr. as Legal Representative for Future Asbestos-Related Property*

Damage Claimants (Dkt. No. 19661) granting the Motion to Shorten Time, thereby scheduling the Application for consideration at the October 20, 2008 omnibus hearing and setting the objection deadline for October 10, 2008.

5. As of the date of this Certification of Counsel, no objections to the Application have been received by the Debtors and the deadline to file such objections has passed.

6. Since filing the Original Verified Statement, it has come to the attention of the Debtors and Alexander M. Sanders, Jr. that an additional disclosure should be made in connection with the Application. Therefore, the Debtors have attached a *Supplemental Verified Statement of Alexander M. Sanders, Jr. Pursuant to Bankruptcy Rule 2014(A)* (the "Supplemental Verified Statement") to this Application as Exhibit A.

7. Neither the Debtors nor Alexander M. Sanders, Jr. believe that the Supplemental Verified Statement presents a conflict of interest that would preclude Alexander M. Sanders, Jr. from serving as the Asbestos PD Future Claimants' Representative. However, out of an abundance of caution, the Supplemental Verified Statement is being filed with the Court.

8. The Debtors respectfully request that the Court consider the Supplemental Verified Statement, along with the Application, and enter the Order approving the Application.

[Remainder of Page Intentionally Left Blank]

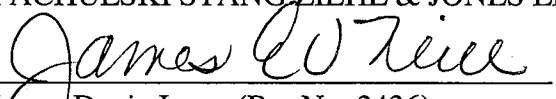
9. By way of this certification, the Debtors respectfully request that the Court enter the Order attached hereto as Exhibit B at its earliest convenience.

Dated: October 15, 2008

KIRKLAND & ELLIS
David M. Bernick, P.C.
Janet S. Baer
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

and

PACHULSKI STANG ZIEHL & JONES LLP



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy P. Cairns (Bar No. 4228)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
(302) 652-4100

Co-Counsel for Debtors and Debtors in Possession